FORM D



FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

14628

	OMB Approval						
	OMB number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response 16.00						
	SEC USE ONLY						
	Prefix Serial						
	Date Received						

Name of Offering (☐ Crestmark Apartmen	Check if this is an amendment and name ts, LLC	e has changed, and	indicate chan	ge.)		
Filing Under (Check box	k(es) that apply): Rule 504	□ Rule 505	⊠ Rule 50	6 🗆 Section	n,4(6) □ UL	OE
Type of Filing: New I	Filing M Amendment					CED.
	A. BASIC IDEN	TIFICATION DA	TA		Maria	
1. Enter the information	requested about the issuer				100 h n 1 300	01 C
,	eck if this is an amendment and name ha	is changed, and inc	dicate change.)	THOME	y T C
Crestmark Apartment					FINANCIN	<u> </u>
	ffices (Number and Street, City, State, Z		Telephone	Number (Includia	•	
501 South Cherry Stre	et, Suite 800, Denver, Colorado 80246	;	1	(;	303) 333-0234	
Address of Principal Bus	siness Operations (Number and Street, C	Sity, State Zip Code	·	lephone Numbe de)	er (Including	Атеа
(if different from Execut	ive Offices)			,		;
Brief Description of Bus	iness			1.2		
	vill own and operate Crestmark Apart	tments in Lithia S	prings,			
Georgia	•			; 1:		
Type of Business Organ	ization					
□ corporation	☐ limited partnership, already form	ed	☑ other (plea	ase specify):limit	•	ų.
□ business trust	☐ limited partnership, to be formed				company	
		Month	Yea	ar		
Actual or Estimated Date	e of Incorporation or Organization:	[0] [5]	[O]		☐ Estimate	d
	tion or Organization: Enter two-letter U					ŭ
	CN for Canada; FN fo	or other foreign juri	isdiction C	O		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signedmust be photocopies of the manually signed copy or gear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator ineach state where sales are to be, or have been made. If a state require the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a current valid OMB control number.

SEC 1972 (2-99) 1 of 8



C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" 1. if answer is "none" or zero". If the transaction is an exchange offering, check this bo and indicate in the column below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt -0--0-Equity \$ _1,272,500 \$_1,272,500 □ Preferred Convertible Securities (including warrants). -0-39,840 \$ 39,840 Other (Specify unsecured notes \$ 1,312,340 \$1,312,340 Answer also in Appendix, Column 3, if filing under ULOE 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero". Number Aggregate Investors Dollar Amount of Purchases Accredited Investors..... 14 \$ 1.312.340 Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the 3. issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. N/A Type of offering Type of Dollar Amount Security Sold a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of thissuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. 500 \boxtimes Legal Fees 7,000 Accounting Fees.

\$ 7,500

Sales Commissions (specify finder's fees separately).....

Total

Other Expenses (identify)___

following signature constitutes an undertaking by the issuer tofurnish to the U.S. Securities and Exchange Commission, upon written reque	Salaries and fees	51,304,840
Purchase of real estate	Purchase of real estate	Γο
Purchase, rental or leasing and installation of machinery and equipment \$ \$ \$ Construction or leasing of plant buildings and facilities \$ \$ \$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ \$ \$ Repayment of indebtedness \$ \$ \$ Working capital and other corporate purposes \$ \$ \$ Other (specify) Investment in SMF Crestmark, LLC \$ \$ \$ \$ Column Totals \$ \$ \$ \$ D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under Rule 505, to following signature constitutes an undertaking by the issuer to any pon-accredited investee pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date	Purchase, rental or leasing and installation of machinery and equipment	·
Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$	Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ \$ \$ \$ \$ \$ \$ \$ \$	_
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital and other corporate purposes Other (specify) Investment in SMF Crestmark, LLC S Column Totals Column Totals D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under R following signature constitutes an undertaking by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wrof its staff, the information furnished by the issuer to any pon-accredited invested pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Crestmark Apartments, LLC. S S S S S S S S S S S S S	_
S S S S S S S S S S	offéring that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital and other corporate purposes Other (specify) Investment in SMF Crestmark, LLC S Column Totals Column Totals D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under R following signature constitutes an undertaking by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wrof its staff, the information furnished by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wrof its staff, the information furnished by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wrof its staff, the information furnished by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wrof its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Crestmark Apartments, LLC. Date October 22, 2004	_
Working capital and other corporate purposes	Working capital and other corporate purposes S	_
Other (specify) Investment in SMF Crestmark, LLC \$\sqrt{1,289,840}\$ Column Totals Column Totals \text{Total Payments Listed (column totals added)} \text{D. FEDERAL SIGNATURE} The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under Rule 505, the following signature constitutes an undertaking by the issuer porfurnish to the U. S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any pon-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date	Other (specify) Investment in SMF Crestmark, LLC \$\sqrt{1,289,840}\$ Column Totals \$\sqrt{15,000}\$ \$\sqrt{1,289,840}\$ Total Payments Listed (column totals added) \$\sqrt{1,304,840}\$ D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under R following signature constitutes an undertaking by the issuer of furnish to the U. S. Securities and Exchange Commission, upon write its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Crestmark Apartments, LLC. Date October 22, 2004	_
Column Totals S	Column Totals Sadded Sa	_
Column Totals	Column Totals Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notices if filed under R following signature constitutes an undertaking by the issuer to furnish to the U. S. Securities and Exchange Commission, upon wroof its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Crestmark Apartments, LLC. Date October 22, 2004	_
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VIII AANVIE	Crestmark Apartments, LLC. October 22, 2004	ule 505, the itten reques
Crestmark Apartments, LLC. October 22, 2004		
	Name of Signer (Print or Type) Title of Signer (Print or Type)	
Name of Signer (Print or Type) Title of Signer (Print or Type)		
Alan W. Peryam Counsel	Alan W. Peryam Counsel	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

		E. STATE SIGNA	TURE			
1.	Is any party described in 17 CFR 230 of such rule?	2.262 presently subject to any of	the disqualific	ation provisions	Yes □	No ⊠
		See Appendix, Column 5, for	state response			
2.	The undersigned issuer hereby under Form D (17 CFR 239.500) at such to	rtakes to furnish to any state adr mes as required by state law.	ninistrator of a	ny state in which this	notice is fil	ed, a notice on
3.	The undersigned issuer hereby under issuer to offerees.	takes to furnish to the state adm	inistrators, up	on written request, info	ormation fu	ırnished by the
4.	The undersigned issuer represents th Limited Offering Exemption (ULOE of this exemption has the burden of	at the issuer is familiar with the of the state in which this notice establishing that these condition	conditions the is filed and und is have been sa	at must be satisfiedto l derstands that the issue atisfied.	pe entitled to r claiming	to the Uniform the availability
The issundersi	uer has read this notification and kno gned duly authorized person.	ws the contents to be true and	has duly cause	ed this notice to be si	gned on its	behalf by the
Issuer	(Print or Type)	Signature	V	Date		
Crestmark Apartments, LLC.		Maria,	Kor	October 22, 2004		
Name of Signer (Print or Type)		Title of Signer (Print or Type)				
Alan V	W. Peryam	Counsel				

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1		2	3			4		5		
	non-ac inves St	to sell to credited stors in tate	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of amount pu (Part	investor and rchased in State C-Item 2		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Nonaccredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA		Х	\$101,800 units of LLC; \$10,000 of notes	2	101,800	- 0 -	- 0 -		X	
СО		Х	\$170,700 units of LLC; \$40,000 of notes	12	39,840	- 0 -	- 0 -		Х	
CT							:			
DE										
DC	. "									
FL										
GA										
HI					_					
ID										
IL										
IN										
IA										
KS										
KY										
LA										
МЕ										
MD										
MA										
MI										
MN										
MS										
МО										